



RECORDATION NO. 21710 FILED

GE Transportation  
Systems

OCT 13 '98 10-37 AM

Michael J. Baughman  
Counsel

General Electric Company  
2901 East Lake Road, Erie, PA 16531  
814 875-3044  
Fx: 814 875-2724

October 12, 1998

Mr. Vernon A. Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

OCT 13 10 37 AM '98

**Subject: Recordation of Memorandum of Interim User Agreement**

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of an Memorandum of Interim User Agreement, dated as of September 15, 1998, between General Electric Company, acting through its Transportation Systems Business Operations ("Lessor"), Union Pacific Corporation and Union Pacific Railroad Company ("UPRR"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR:	General Electric Company 2901 East Lake Road Erie, Pennsylvania 16531
UPRR:	Union Pacific Corporation 1717 Main Street Dallas, Texas 75201-4605
and to:	Union Pacific Railroad Company 1717 Main Street Dallas, Texas 75201-4605

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original and any extra copies not needed by the Board for recordation to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Interim User Agreement, dated as of September 15, 1998, between General Electric Company, acting through its Transportation Systems Business Operations ("Lessor"), Union Pacific Corporation and Union Pacific Railroad Company ("UPRR"), relating to Forty Five (45) GE Model AC6000 CW Diesel Electric Locomotives, bearing Road Nos. 7510 - 7554 (inclusive).

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "M. Baughman", followed by a horizontal line.

Enclosures

## SCHEDULE I

### Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Road Numbers</u>
Forty Five (45) Model AC6000 CW Diesel Electric Locomotives	7510 - 7554 (inclusive)

OCT 13 '98

10-37 AM

**MEMORANDUM OF INTERIM USER AGREEMENT**

As of the 15th day of September, 1998, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("Lessor"), Union Pacific Corporation, a Utah corporation, and Union Pacific Railroad Company, a Delaware corporation ("UPRR"), entered into an Interim User Agreement by which the 45 General Electric Diesel Electric Locomotives described below were leased from Lessor to UPRR.

**Road Numbers**

7510-7554

**Model**

Model AC6000 CW

In witness whereof, the parties have executed this Memorandum of Interim User Agreement as of the day and year first above written.

Attest:



Assistant Secretary

**UNION PACIFIC CORPORATION**

By:



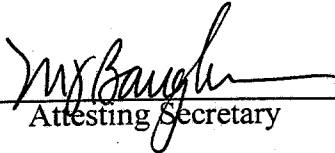
Name

John B. Larsen

Title

Assistant Treasurer

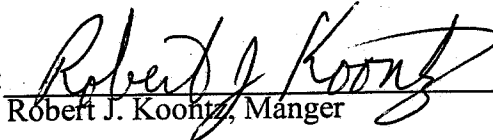
Attest:



Attesting Secretary

**GENERAL ELECTRIC COMPANY**

By:



Robert J. Koontz, Manager

Attest:



Assistant Secretary

**UNION PACIFIC RAILROAD COMPANY**

By:



Name

John B. Larsen

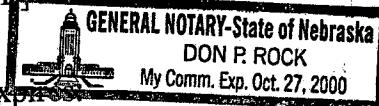
Title

Assistant Treasurer

State of Nebraska  
County of Douglas

On this 23rd day of September, 1998, before me personally appeared John B. Larsen to me personally known, who, being by me duly sworn, says that he/~~she~~ is Assistant Treasurer of Union Pacific Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]



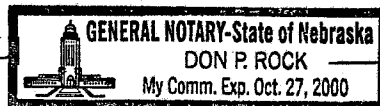
Don P. Rock  
Notary Public

My Commission expires:

State of Nebraska  
County of Douglas

On this 23rd day of September, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he/~~she~~ is Assistant Treasurer of Union Pacific Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]



Don P. Rock  
Notary Public

My Commission expires:

Commonwealth of Pennsylvania  
County of Erie

On this 21st day of September, 1998, before me personally appeared Robert J. Koontz, to me personally known, who, being by me duly sworn, says that he is Manager of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol A. Wahlen  
Notary Public

My Commission expires:

